FORM D

Mell Brodessing GEB

JUN 23 2008
Washington, DC

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

622

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Series A Cumulative Convertible Preferred Stock ("Series A Preferred")

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) []
Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

08051244

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

IdeaEdge, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

6440 Lusk Blvd., Suite 200, San Diego, CA 92121

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Development, marketing and sale of gift cards

1. Enter the information requested about the issuer

PROCESSED

JUN 2 6 2008

Type of Business Organization

[X] corporation [] limited partnership, already formed [] business trust [] limited partnership, to be formed

[] other (please specify):

THOMSON REUTERS

Actual or Estimated Date of Incorporation or Organization:

Month [0 |5] <u>Year</u> [9 |0]

[] Actual [X] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [ClC

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if ind Collas, James	lividual)	
Business or Residence Address (1 6440 Lusk Blvd., Suite 200, Sa	Number and Street, City, State, Zip Code) n Diego, CA 92121	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [X] Executive Officer [X] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (6440 Lusk Blvd., Suite 200, Sa	Number and Street, City, State, Zip Code) n Diego, CA 92121	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [X] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc Shultz, Jonathan	lividual)	
Business or Residence Address (6440 Lusk Blvd., Suite 200, Sa	Number and Street, City, State, Zip Code) n Diego, CA 92121	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner	
Full Name (Last name first, if inc	lividual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)	

	····			B. INF	ORMATI	ON ABOU	T OFFE	RING					
Has the issuer sol	d, or does the	issuer inter	id to sell, to	non-accred	ited investor	rs in this offe	ring?	,,	.,,,,,				Yes No
	•					x, Column 2,							
2. What is the minir	num investm	ent that will								,,,,		**************	. <u>\$ 100,000</u>
				· · · · · · · · · · · · · · · · · · ·									Yes No
Does the offering	; permit joint	ownership o	of a single u	nit?	***************************************	***************************************							[] [X]
 Enter the informa solicitation of puregistered with the of such a broker 	rchasers in co ie SEC and/or	nnection wi	th sales of s or states, li	ecurities in ist the name	the offering of the brok	. If a person er or dealer.	to be listed If more th	d is an assoc	ciated person	or agent o	f a broker o	r dealer	
Full Name (Last nam GRQ Consultants,		vidual)				· -							
Business or Residence 595 South Federal					Code)			<u>,</u>					
Name of Associated	Broker or De	aler											
States in Which Pers (Check "All State								***************************************		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		[] All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] / [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] / [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	
Full Name (Last nam	ne first, if ind	ividual)											
Business or Residence 8875 Towne Centre							<u></u>						
Name of Associated	Broker or De	aler							<u></u>				
States in Which Pers (Check "All State							******			***********		[] All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY]:/ [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] // [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	(ID) [MO] [PA] [PR]	
Full Name (Last nam	ne first, if ind	ividual)											
Business or Residen	ce Address (N	Number and	Street, City	, State, Zip	Code)								
Name of Associated	Broker or De	aler							 		· ·		
States in Which Pers (Check "All State							***********					[] All States
(AL) (IL) (MT) (R)	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] ITX1	[CO] [LA] [NM] [UTI	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS} [OR] [WY]	[ID] [MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggrega Offerin Price		Amount Already Sold
	Debt	\$		
	Equity	\$\$1,200,0	<u> </u>	\$1,200,000
	[] Common [X] Preferred	•		
	Convertible Securities (including warrants)	\$		
	Limited partnership interests		—	
	Other (Specify)			
	Total	\$	—	
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors	4	_	<u>\$1,200,000</u>
	Non-accredited Investors			
	Total (for filings under Rule 504 only)		_ \$	
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.			
	Type of Offering	Type of Security		Dollar Amount Sold
	Rule 505		_ \$.	
	Regulation A		\$	
	Rule 504		- s	
	Total		- · -	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	[]	- *- «	-
	•		, — •	
	Printing and Engraving Costs	[]	ه	
	Legal Fces	[X]	\$ <u> </u>	\$30,000
	Accounting Fees	[]	\$	
	Engineering Fees	[]	s	<u> </u>
	Sales Commissions (Specify finders' fees separately)	[]	s	\$24,000
	Other Expenses (identify) Due Diligence Fee	[X]	_	\$54,000
	Total	[]	\$	534,000

	b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total exfurnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer"	penses			S	1,	146,000
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of 1f the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b.	ate. The	ooses s total	hown. of the			
	Salaries and fees	(X)	ę	Payments to Officers, Directors & Affiliates 180,000	ſΧ	s	Payments to Others 20,000
	Salaries and fees	[A]	_	130,000]	٠.	20,000
	Purchase of real estate	[]	s _		[]	\$ _	
	Purchase, rental or leasing and installation of machinery and equipment	[]				s.	
	Construction or leasing of plant buildings and facilities	[]	s _	<u>.</u> .	[]	\$.	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]	s _	<u></u>	[]	s _	
	Repayment of indebtedness	[]	s _		[]	\$.	
	Working capital	[X]	s _	\$946,000	[]	\$.	
	Other (specify):	_[]	s _		[]	\$.	
	Column Totals	[]	s _		[]	\$.	
	Total Payments Listed (column totals added)		[X]	\$\$1,146,00	00		
_	D. FEDERAL SIGNATURE						
und	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff-accredited investor pursuant to paragraph (b)(2) of Rule 502.						
	er (Print or Type) ea Edge, Inc.		Date .	June 16, 2008			
Nat	me of Signer (Print or Type) athan Shultz Title of Signer (Print or Type) Ctrief Financial Officer						

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? [] [X
	See Appendix, Column 5, for state response.
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at suctimes as required by state law.
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these condition have been satisfied.
Th	e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.
Issa	uer (Print or Type) Date June 16, 2008
lde	ea Edge, Inc.
Na	mc (Print or Type) Title (Print or Type)
Joi	pathan Shultz

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed.
Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1 I	_ 	2	3		4		1		5
1	·	•			4			Disqua	lification
	Intar 4	to sell	Type of security				•	under St	ate ULOE i, attach
	to non-a	to sell ccredited	and aggregate offering price offered in state		Type of inve	estor and		explan	ation of
	investors	s in State	offered in state		Type of inve amount purcha (Part C-It	ised in State	1	waiver	granted)
	(Part B	-Item 1)	(Part C-ltern 1)	Number of	(Part C-It	tem 2) Number of		(Part E	-Item 1)
	,,	,.		Accredited		Non-Accredited		V	h1-
State AL	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AK	<u> </u>				<u> </u>			_	
								<u> </u>	<u> </u>
AZ			<u> </u>						
AR									1
CA									
СО	<u></u>								
СT							 		
DE		<u> </u>					 		1
DC	 			 	 		 		
FL	 	x	Series A	1	\$100,000	None	None		х
GA		 	Preferred/\$100,000	<u> </u>					
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NE		<u> </u>				<u> </u>			ļ <u>.</u>
NV		·					1.		
NH									
NJ									
NM		 			1		1		+
NY		X	Series A Preferred/ \$100.000	1	\$100,000	None	None		X

1		2	3		4		-	Disqual	ification ate ULOE	
	Intend to non-a investors (Part B-	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
 		tem 1)	(1 at C-item 1)	Number of	1 (1 (1 (1)	Number of	7		-Item 1)	
				Accredited		Non-Accredited				
State	Yes	. No		Investors	Amount_	Investors	Amount	Yes	No	
NC									! !	
ND										
ОН				· · · · · · · · · · · · · · · · · · ·						
OK										
OR										
PA										
RI										
SC										
SD										
TN										
TX										
UΤ										
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VA										
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WV	· · · · · · · · · · · · · · · · · · ·									
WI										
WY										
PR										



		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ing:			
•		s been organized within the	past five years;		
· ·		•	ne vote or disposition of, 10%	or more of a class	s of equity securities of the
,	and director of corp	orate issuers and of corpora	te general and managing part	ners of partnership	issuers; and
Each general and mana			5 01	•	•
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
	 				Managing Partner
Full Name (Last name first, if					
Inland Real Estate E					. <u></u>
Business or Residence Addres	-	· · ·			
2901 Butterfield Roa	id, Oak Brook, l	Illinois 60523			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Memorial Square Ex	change, L.L.C.				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, l	Illinois 60523			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Memorial Square 10	31, L.L.C.				
Business or Residence Addres	<u></u>	et, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
2901 Butterfield Roa	ad, Oak Brook, I	Illinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Gujral, Brenda G.					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			· · · · · · · · · · · · · · · · · · ·
2901 Butterfield Roa	ad, Oak Brook, l	Illinois 60523			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Goodwin, Daniel L.	•				
Business or Residence Addres		et, City, State, Zip Code)			
2901 Butterfield Roa		•			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Parks, Robert D. *					
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
2901 Butterfield Roa	•				
	, o b.ook, i			· · - · · · · · · · · · · · · · · · · ·	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Memorial Square Exchange, L.L.C., the manager and sole member of Memorial Square 1031, L.L.C.

		A. DASIC IDENTI	FICATION DATA		
Enter the information requ	ested for the follow	ing:			
 Each promoter of the is 	suer, if the issuer ha	s been organized within the	past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	6 or more of a class	s of equity securities of the
Each executive officer	and director of corp	orate issuers and of corpora	te general and managing par	tners of partnership	issuers; and
 Each general and mana 	ging partner of parti	nership issuers.			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
all Name (Last name first, if	individual)				
Matlin, Roberta S. *					
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			·
2901 Butterfield Roa	ad, Oak Brook, I	llinois 60523			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)				
DelRosso, Patricia A	 •				
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Ilinois 60523			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	Director	☐ General and/or Managing Partner
III Name (Last name first, if	individual)				
Speidel, Susan K. *					
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	ad, Oak Brook, I	Ilinois 60523			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Il Name (Last name first, if	individual)				
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
ull Name (Last name first, if	individual)				
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)		· ,	
heck Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
all Name (Last name first, if	individual)				
usiness or Residence Addres	s (Number and Stree	et, City, State, Zip Code)			

[•] These individuals are executive officers or directors of Inland Real Estate Corporation, the sole member of Memorial Square Exchange, L.L.C., the manager and sole member of Memorial Square 1031, L.L.C.

				В.	INFORMA	ATION AB	OUT OFFE	RING				· · · · · ·
											Yes	No
1. Has	the issuer s	sold, or doe	es the issue	r intend to	sell, to non	-accredite	d investors	in this offe	ring?		🗆	
			Ą	inswer also	in Append	dix, Colum	n 2, if filin	g under UI	.OE.			
2. Wha	at is the mir	nimum inve	estment tha	t will be a	ccepted fro	m any indi	vidual?				<u>\$</u>	577,694*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	**********		••••••	•••••••	***************************************	. 🛛	
com offe and	er the information or ring. If a property or with a sociated pers	similar ren erson to be tate or state	nuneration listed is and s, list the r	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or on nore than fi	with sales dealer regis ve (5) pers	of securities tered with ons to be li	the SEC sted are		
	ime (Last n ell, Wes ai			1)								
	ss or Reside			r and Stree	et. City. Sta	te, Zip Co	de)					
	40 Wasatc				-	-						
	of Associate											
	n Which Pe			ited or Inte	ends to Sol	icit Purcha	sers					
	eck "All St	ates" or ch	eck individ	lual States)		**************						II States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]		[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	ime (Last n her, Peter	ame first, i	f individua	1)								
	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)		<u> </u>			
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	of Associate estacorp	ed Broker o	or Dealer									
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	eck "All St											
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	xt Financial n Which Pe			ited or Inte	ends to Sol	icit Purcha	sers					· · ·
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	-			B.	INFORMA	ATION ABO	OUT OFFE	RING				
i. Has	the issuer s	sold, or doe					d investors n 2, if filin		_		Yes	No
2. Wha	at is the mir	nimum inve	estment tha	it will be a	ccepted fro	m any indi	vidual?	••••			. <u>\$</u>	577,694*
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.	•••••		•••••	••••	•	Yes . ⊠	No
com offe and/	er the information or ring. If a poor with a so ociated pers	similar ren erson to be tate or state	nuneration e listed is an es, list the r	for solicitant associated the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or on nore than fi	with sales dealer regis ve (5) pers	of securition stered with ons to be li	the SEC isted are		
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	of Associate Global Cap		or Dealer									
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	n Which Pe eck "All St					icit Purcha	sers	•••••	••••		🗖 A	ll States
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	n Which Po eck "All St										🔲 Ai	ll States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	==:			В.	INFORMA	ATION AB	OUT OFFE	RING				
1. Has	the issuer s	sold, or do			sell, to non				-		Yes	No M
2. Wha	at is the mir	nimum inv	estment tha	it will be a	ccepted fro	m any indi	vidual?	**************	*************		\$	577,694*
3. Doe	es the offeri	ng permit j	oint owner	ship of a si	ngle unit?.						Yes ⊠	No
com offe and	er the information or cring. If a poor with a sociated pers	similar ren erson to be tate or state	nuneration listed is and s, list the r	for solicitant associated name of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ve (5) pers	of securition stered with ons to be l	the SEC isted are		
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Name o	of Associate equities, In	ed Broker o		· · · · · · · · · · · · · · · · · · ·	<u> </u>							
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION AB	OUT OFFE	RING					
					 	·····					Yes	No	
1. Has	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									. 🗆	\boxtimes		
	Answer also in Appendix, Column 2, if filing under ULOE.												
2. Wh	2. What is the minimum investment that will be accepted from any individual?									. <u>\$</u>	577,694*		
											Yes	No	
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ingle unit?.	***********					. 🛛		
com offe and	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	ame (Last n Ilentine, V	-	f individua	l)									
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

	· 	······································		В.	INFORM	ATION AB	OUT OFFE	RING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.									Yes	No ⊠		
2. What is the minimum investment that will be accepted from any individual?									\$	577,694*		
3. Does the offering permit joint ownership of a single unit?										Yes ⊠	No	
com offe and	er the information or ring. If a poor with a sociated pers	similar ren erson to be tate or state	nuneration listed is ares, list the n	for solicita associate name of the	ation of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or one nore than fi	with sales dealer regis ive (5) pers	of securition of securities tered with ons to be l	the SEC sted are		
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	0 Castlega			N 37217								
	of Associate estar Capita		or Dealer									
States i	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)									All States		
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

			-	В.	INFORM	ATION AB	OUT OFFE	RING				
									Yes	No		
1. Has	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										\boxtimes	
			A	nswer also	in Appen	dix, Colum	ın 2, if filin	g under UI	LOE.			
2. Wha	2. What is the minimum investment that will be accepted from any individual?									s	577,694*	
2. ***110	2. That is the manniam investment that will be accepted from any marviadar:									4	377,074	
3. Doe	Does the offering permit joint ownership of a single unit?										Yes ⊠	No □
com offer and/	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
	ıme (Last n la, Rudi	ame first, i	f individua	1)								
		ence Addre	ss (Numbe	r and Stree	et, City, Sta	te, Zip Co	de)					
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Name o	f Associate	ed Broker o	or Dealer									
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	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Amount Already Aggregate Type of Security Offering Price Sold -0-Debt \$ -0-Equity ☐ Common ☐ Preferred Partnership Interests......\$ -0-\$ -0-11,206,970.22 \$ 11,206,970.22 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Dollar Amount Number Investors of Purchases 11,206,970.22 Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A..... Rule 504 ---Total \$ 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.... **⊠** \$ Printing and Engraving Costs -0-\$ 50,000 Legal Fees.... \boxtimes Accounting Fees -0-**⊠** \$ -0-Engineering Fees Sales Commission (specify finders' fees separately)..... \$ 1,190,400 Other Expenses (identify) ⊠ s -0-\$ 1,240,400 Total

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES ANI	D USE OF	PROCEEDS					
b.	Enter the difference between the aggregated and total expenses furnished in response gross proceeds to the issuer."	d	<u>\$</u>	18,401,200					
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.								
				Payments to Officers, Directors & Affiliates		Payments To Others			
	Salaries and fees			<u>s</u>		\$			
	Purchase of real estate			\$	×	\$ 17,548,059			
	Purchase, rental or leasing and insta	llation of machinery and equipment		\$		<u>\$</u>			
	Construction or leasing of plant buil	dings and facilities		S		\$			
	offering that may be used in exchang	luding the value of securities involved in this ge for the assets or securities of another issuer		\$		<u>\$</u>			
	Repayment of indebtedness			\$		\$			
	Working capital			\$		\$			
	Other (specify): <u>Acquisition Fee, C</u>	0&O Expenses, Closing Costs	🛛	\$ 668,341	⊠	\$ 184,800			
				\$ 668,341		\$ 17,732,859			
	Total Payments Listed (column total	ls added)		⊠ <u>s</u>	18,40	1,200			
	-	D. FEDERAL SIGNATURE							
oll	owing signature constitutes an undertakin	igned by the undersigned duly authorized pers g by the issuer to furnish to the U.S. Securitie by the issuer to any non-accredited investor p	s and Excl	nange Commissi	on, up	on written			
ssu	er (Print or Type)	Signature		Date	1				
Me	morial Square 1031, L.L.C.	Patricia a. belloss	-	6/19	08				
۷ar	ne of Signer (Print or Type)	Title of Signer (Print or Type) President, Inland Real Estate Exchange Cor Square Exchange, L.L.C., the manager and	poration, t						
Patr	ricia A. DelRosso	L.L.C.							

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE	
	30.262 presently subject to any of the disqualification provisions	Yes No □ ⊠
	See Appendix, Column 5, for state response.	
2. The undersigned issuer hereby under Form D (17 CFR 239.500) at such	ertakes to furnish to any state administrator of any state in which the imes as required by state law.	nis notice is filed, a notice on
3. The undersigned issuer hereby und issuer to offerees.	lertakes to furnish to the state administrators, upon written reque	st, information furnished by the
Limited Offering Exemption (ULO	hat the issuer is familiar with the conditions that must be satisfied E) of the state in which this notice is filed and understands that the establishing that these conditions have been satisfied.	
The issuer has read this notification a undersigned duly authorized person.	nd knows the contents to be true and has duly caused this notice	to be signed on its behalf by the
Issuer (Print or Type)	Signature	
Memorial Square 1031, L.L.C.	Patticia a. lellosso	6/19/08
Name (Print or Type)	Title (Print or Type)	
	President, Inland Real Estate Exchange Corporation, the s	ole member of Memorial

L.L.C.

Square Exchange, L.L.C., the manager and sole member of Memorial Square 1031,

Instruction:

Patricia A. DelRosso

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	1		· · · · · · · · · · · · · · · · · · ·	r		4		1			
1 -	Type of security		3 Type of security and aggregate			5 Disqualification under State ULOE (if yes, attach					
	to non-a	ccredited s in State -Item 1)	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)						
State	Yes	No	,	Number of Accredited Investors	Number of Number of Accredited Non-Accredited				No No		
AL		⊠	Undivided fractional interests in real estate \$19,641,600	I	\$464,288.27	-0-	-0-	Π.	Ճ		
AK											
AZ		⊠	Undivided fractional interests in real estate \$19,641,600	1	\$347,598.92	-0-	-0-				
AR					· :				0		
CA		Ø	Undivided fractional interests in real estate \$19,641,600	5	\$4,950,215.41	-0-	-0-		⊠		
со		⊠	Undivided fractional interests in real estate \$19,641,600	2	\$478,504.46	-0-	-0-		⊠		
СТ											
DE											
DC											
FL											
GA											
HI											
ID											
IL		⊠	Undivided fractional interests in real estate \$19,641,600	2	\$1,409,097.42	-0-	-0-		⊠		
IN											
IA											
KS				·-·-							
KY											
LA											
ME					-						
MD											
MA											
MI											
MN											
MS											

1		2	3			4			5	
•	Intend to sell and aggregate to non-accredited investors in State Type of security and aggregate offering price offered in state				Disqualification under State ULOE (if yes, attach explanation of					
1		ltem 1)	(Part C-Item 1)	amount purchased in State (Part C-Item 2)					waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Number of Accredited Non-Accredited				Yes	No	
				Investors	Amount	Investors	Amount			
MO MT										
NE NE										
NV										
NH										
NJ										
NM										
NY										
NC NC										
ND										
ОН		⊠	Undivided fractional interests in real estate	2	\$300,000	-0-	-0-		Ø	
ОК			\$19,641,600				<u> </u>			
OR		⊠	Undivided	1	\$650,000	-0-	-0-			
OK .		۵	fractional interests in real estate \$19,641,600	•	3030,000	-0-	-0-	Ų		
PA			-							
RI		<u> </u>								
SC										
SD					····					
TN		⊠	Undivided fractional interests in real estate \$19,641,600	2	\$598,265.74	-0-	-0-		☒	
TX										
UT		⊠	Undivided fractional interests in real estate \$19,641,600	3	\$2,009,000	-0-	-0-		⊠	
VT				. = -	/-					
VA										
WA										
wv										
WI										
WY										

